



AGENDA DATE: 10/10/00
AGENDA ITEM: 8A

STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102

IN THE MATTER OF THE PETITION OF)
NETWORK PLUS, INC. FOR APPROVAL OF)
A CREDIT FACILITY)

ORDER OF APPROVAL

DOCKET NO.: TF00050308

Stryker, Tams & Dill, LLP, Dennis Linken, Esq., Swidler Berlin Shereff Friedman, LLP,
Phyllis A. Whitten, Kathleen Greenan, Counsel for Network Plus, Inc.

Fred S. Grygiel, Chief Economist, Mark C. Beyer, Manager, Leo M. Lim, Supervising
Accountant, and Julie Huff, Accountant II, Office of the Economist on behalf of the
Staff of the Board of Public Utilities

BY THE BOARD:

Network Plus, Inc. ("Network Plus" or "Petitioner"), a Massachusetts corporation and a public utility subject to the jurisdiction of the Board, filed a petition on May 10, 2000, pursuant to N.J.S.A. 48:3-7 and 48:3-9, requesting authority for Network Plus to: (1) participate as a borrower under a secured credit facility; and (2) pledge its assets to secure the same credit facility.

Petitioner is represented by Stryker, Tams and Dill, LLP, Dennis Linken, Esq. appearing. Additionally, motions have been filed for admission pro hac vice for Phyllis Whitten and Kathleen Greenan of the firm of Swidler Berlin Shereff Friedman, LLP of Washington DC, who are both attorneys in good standing in other jurisdictions. The Board is satisfied that the requirements of N.J.A.C. 1:1-5.2 and R.1:21-2 for application for pro hac vice admission have been met and the motions are HEREBY GRANTED, subject to the conditions set out below.

Petitioner is authorized to provide resold and facilities-based local exchange and intrastate toll services in the State of New Jersey pursuant to the Board's Order of Approval issued on December 16, 1998 in Docket No. TM98080635.

Network Plus will be a borrower in a credit facility of up to \$325 million (the "Facility") and secure the Facility with a pledge of its assets. The initial Facility is comprised of \$150 million revolving credit facility and a \$75 million delayed draw term local facility (which permits draws for one year after the date of closing), each of which matures seven years after the closing date. Interest on unpaid principal shall be at a base rate plus the predetermined, applicable margin.

The proceeds of the Facility will be used: 1) to finance development of the Petitioner's telecommunications network; 2) to provide for the ongoing working capital needs of the Petitioner, including, without limitation, financing acquisitions; 3) to refinance certain existing indebtedness of the Petitioner; and 4) for the Petitioner's and Parent's general corporate purposes.

After considering the record and exhibits submitted in this proceeding, the Board, after investigation, is satisfied with the action proposed to be taken by Petitioner as indicated in the Petition, FINDS that the transaction to be made is in accordance with law and is in the public interest, and APPROVES the purposes thereof. The Board HEREBY AUTHORIZES Network Plus, Inc. to participate in financing arrangements under the credit facility described herein.

This Order is issued subject to the following Provisions:

1. This Order shall not be construed as directly or indirectly fixing, for any purpose whatsoever, any value of the tangible or intangible assets now owned or hereafter to be owned by Petitioner.
2. Petitioner shall semiannually file statements for the amounts and use of the credit facilities pursuant to N.J.A.C. 14:1-5.9 (b).
3. This Order shall not affect, or in any way limit the exercise of the authority of this Board, or of the State, in any future petitions or in any proceeding with respect to rates, franchises, services, financing, accounting, capitalization, depreciation, or any other matters, affecting the Petitioner.

With respect to the pro hac vice admission motions, each attorney so admitted shall:

- (a) Abide by all New Jersey Court Rules, including all disciplinary rules;
- (b) Consent to the appointment of the Clerk of the Supreme Court as agent upon whom service of process may be made for all actions against him/her or his/her firm that may arise out of his/her participation in this matter;
- (c) Notify the Board immediately of any matter affecting his/her standing at the bar or any court; and
- (d) Have all pleadings, briefs and other papers filed with the Board signed by an attorney of record authorized to practice law in this State, who shall be held responsible for them and for the conduct of this cause and of the admitted attorney herein.

In addition, the granting of admission pro hac vice shall not become effective until the designated attorneys have filed with the Board proof of compliance with R.1:20-1(b) and R.1:28-2, which

requires that a check be sent to the Lawyers' Fund for Client Protection for payment of the sums required by R.1:28-2 for the Lawyers' Fund for Client Protection and R.1:28-1(b) for the Ethics Financial Committee.

DATED: October 24, 2000

BOARD OF PUBLIC UTILITIES
BY:

[SIGNED]
HERBERT H. TATE
PRESIDENT

[SIGNED]
CARMEN J. ARMENTI
COMMISSIONER

[SIGNED]
FREDERICK F. BUTLER
COMMISSIONER

ATTEST:

[SIGNED]
FRANCES L. SMITH
SECRETARY